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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OBM controller number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB Approval
OMB Number 3235-0076
Expires
Estimated average burden hours per response...1.

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY			
Prefix		Serial	
DAT	TE RECEI	VED	

Name of Offering:	Unit Offering 7/07 [] check if this is an amendment and name has changed, and indicate change							
Filing Under	[] Rule 504	[] Rule 505	[X] Rule 506	[X] Section 4(6)	[]ULOE			
Type of Filing:	[X] New Filing	[] Amendn	nent					

PROCESSED

SEP 0 7 2007

THOMSON FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

White Mountain Titanium Corporation Address of Executive Offices:

Suite 2150, 1188 West Georgia Street

Vancouver, British Columbia

V6E 4A2 Canada

Telephone:

(604) 408-2333

Address of Principle Business Operations (if different from Executive Offices)

Brief Description of Business

Mining and distribution of titanium dioxide.

Type of Business Orga	nization	
[X] Corporation	[] Limited partnership, already formed	[] Other (please specify):
[] Business trust	[] Limited partnership, to be formed	

Month Year

Actual or Estimated Date of Incorporation or Organization: 04 98 [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: NV

CN for Canada; FN for other foreign jurisdiction

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signature.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA - cont. -

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [] Pro and/or	omoter [] Beneficial Owner	[X] Executive Officer	[X] Director	[] General
Managing Partner Full Name	Flower, Brian			
Business or Residence Address	Suite 2150, 1188 West Georg Vancouver, British Columbia. Canada			
Check Box(es) that Apply: [] Pro	omoter [] Beneficial Owner	[] Executive Officer	[X] Director	[] General
Managing Partner Full Name	Crosby, Howard M.			
Business or Residence Address	6 East Rose Street P.O. Box 2056 Walla Walla, WA 99362			
Check Box(es) that Apply: [] Pro	omoter [] Beneficial Owner	[X] Executive Officer	[X] Director	[] General
Managing Partner Full Name	Kurtanjek, Michael P.			
Business or Residence Address	9 Church Lane Copthorne, West Sussex, England, RH1O 3PT			
Check Box(es) that Apply: [] Pro	omoter [] Beneficial Owner	[] Executive Officer	[X] Director	[] General
Managing Partner Full Name	Lopez, Cesar			
Business or Residence Address	Enrique Foster Sur 20, Piso I Las Condes, Santiago, Chile	9		

Check I and/or	Box(es) th	at Apply	: [] Pr	omoter	[] Bene	ficial Ow	ner [X]	Executiv	e Officer	[] Dir	ector [] General
Managi Full Na	ng Partnei me	r		Jenkins	, Charles	E.						
Busines	ss or Resid	lence Ad	dress		ıver, Brit	8 West G ish Colur						
Check I and/or	Box(es) th	at Apply	: []Pr	omoter	[] Bene	ficial Ow	ner [X]	Executiv	e Officer	[] Dir	ector [] General
Managi Full Na	ng Partnei me	r		Gieseln	nan, Tere	ese J.						
Busines	ss or Resid	dence Ad	dress		ver, Brit	8 West G ish Colur	_					
				B. IN	FORMA	TION A	BOUT C	OFFERI	١G			
l. [X] N						d to sell, n 2, if filii			investors	in this of	fering?	[]Yes
2.	What is	the mini	mum inv	estment t	hat will b	e accepto	ed from a	ny indivi	dual?			_N/A
3.	Does the	e offering	g permit	joint owr	ership of	f a single	unit?			[X] Ye	s []N	o
4.	indirectl securitie registere	y, any coes in the eed with the ons to be	ommissic offering. ne SEC a listed ar	on or simit If a perstand/or with the associate	lar remu on to be th a state	listed is a or states,	for solicit in associa list the n	ation of pated personance the second	ourchaser on or ager ie broker	s in connot nt of a bro or dealer	ection worker or do	ith sales of
Full Na	ıme			Objecti	ive Equit	y						
Busines	ss or Resid	dence Ac	ldress	245 Pa 24 th Flo New Y		10167						
Name o	of Associa	ted Brok	er or De	aler								
(Check	n Which F	es" or ch	eck indiv	idual Sta	ites)				(ret 1	[04]		Il States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total
	amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an
	exchange offering, check this box [] and indicate in the columns below the amounts of
	the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$ <u>7,700,000</u>	\$ 2,535,000
[x] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other		
Total	\$ <u>7,700,000</u>	\$2,535,000

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Aρ	gre	gate
ΔE	$E_1 \cap E_2$	Succ

	Number Investors	 ollar Amount of Purchases
Accredited Investors	11	\$ 2,535,000
Non-Accredited Investors	-0-	\$ -0-
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

	Type of	Dollar Amount
Type of Offering	Security	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS - cont. -

4.	a. Furnish a statement of all expenses in connection with the issuance and
	distribution of the securities in this offering. Exclude amounts relating solely to
	organization expenses of the issuer. The information may be given as subject to future
	contingencies. If the amount of an expenditure is not known, furnish an estimate and
	check the box to the left of the estimate.

Transfer Agent's Fees	[X] \$500
Printing and Engraving Costs	[X] \$500
Legal Fees	[X] \$ <u>2,500</u>
Accounting Fees	[]\$
Engineering Fees	[]\$
Sales Commissions (specify finders' fees separately)	[X] \$ <u>194,800</u>
Other Expenses (identify) State Filing Fees and Travel	[X] \$ <u>1,500</u>
Total	[X] \$ <u>199,800</u>

- b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$\(\frac{2,335,200}{200}\)
- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

	Payments to	
	Officers, Directors, &	Payments To
	Affiliates	Others
Salaries and fees	[]\$	_[]\$
Purchase of real estate	[]\$	_[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	_[]\$
Construction or leasing of plant buildings and facilities	[]\$	_[]\$
Acquisition of other businesses (including the value of securities involved		
in this offering that may be used in exchange for the assets or securities	F 16	. 10
of another issuer pursuant to a merger)	[]\$	_[]\$
Repayment of indebtedness	[]\$	_[]\$
Working Capital	[]\$	[X]\$ <u>2,335,200</u>
Other (specify)		
[]\$		
Column Totals	[]\$ <u>-0-</u>	[]2,335,200
Total Payments Listed (column totals added)	[]\$ <u>-0-</u>	_[]2,335,200

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b) (2) of Rule 502.

Issuer (Print or Type) White Mountain Titanium Corporation	Signature	Date August 28, 2007
Name of Signer (Print or Type) Charles E. Jenkins	Title (Rrint or Type) Chief Financial Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18U.S.C. 1001.)

